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-and-

Geoffrey Goodman
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*Attorneys for Appellants Langston Law Firm, PA,
Joseph C. Langston, and Timothy R. Balducci*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

WORLDCOM, INC., et al.,

Debtors.

THE LANGSTON LAW FIRM, PA, JOSEPH
C. LANGSTON, and TIMOTHY R.
BALDUCCI,

Appellants,

v.

THE STATE OF MISSISSIPPI, STACEY
PICKERING in his capacity as Auditor for the
State of Mississippi, and PHIL BRYANT, in
his capacity as former Auditor for the State of
Mississippi,

Appellees.

Chapter 11
Jointly Administered

Case No. 02-13533 (AJG)

Case No. 08-C-04331

Adversary Proceeding No. 07-02044 (AJG)

MOTION TO ADMIT

PRO HAC VICE

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Michael P. Richman, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

Applicant's Name: Geoffrey S. Goodman
Firm Name: Foley & Lardner LLP
Address: 321 North Clark Street
Suite 2800
City/State/Zip: Chicago, IL 60610-4764
Phone Number: (312) 832-4500
Fax Number: (312) 832-4700

Geoffrey S. Goodman is a member in good standing in the Bar of the State of Illinois and in the Bar of the State of Maryland. There are no pending disciplinary proceeding against Geoffrey S. Goodman in any State or Federal court.

Dated: June 23, 2008
New York, New York



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AFFIDAVIT OF MICHAEL P. RICHMAN

IN SUPPORT OF WRITTEN MOTION

TO ADMIT COUNSEL *PRO HAC VICE*

STATE OF NEW YORK)
)
 ss.:
 COUNTY OF NEW YORK)

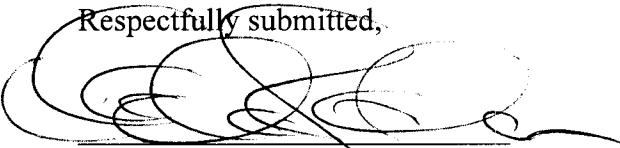
Michael Richman, being duly sworn, hereby deposes and says as follows:

1. I am a partner at Foley & Lardner LLP, counsel for Appellants Langston Law Firm, PA, Joseph C. Langston, and Timothy R. Balducci in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Geoffrey S. Goodman as counsel pro hac vice to represent Appellants Langston Law Firm, PA, Joseph C. Langston, and Timothy R. Balducci in this matter.
2. I am a member in good standing of the bar of the State of New York. I was admitted to practice law on December 17, 1979 in the District of Columbia, and I was admitted to practice law in New York on July 31, 1985. I am in good standing with this Court
3. Geoffrey S. Goodman is Senior Counsel at Foley & Lardner LLP in Chicago, Illinois.
4. Geoffrey S. Goodman is a member in good standing in the Bar of the State of Illinois and the State of Maryland. Certificates of Good Standing from the Bar of the State of Illinois and the Bar of the State of Maryland are attached as Exhibit A.
5. I understand Mr. Goodman to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure. I know of no reason why Mr. Goodman should not be admitted pro hac vice.
6. Accordingly, I am pleased to move the admission of Geoffrey S. Goodman, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Geoffrey S. Goodman, pro hac vice, which is attached hereto as Exhibit B.

WHEREFORE it is respectfully requested that the motion to admit Geoffrey S. Goodman, pro hac vice, to represent Appellants Langston Law Firm, PA, Joseph C. Langston, and Timothy R. Balducci in the above captioned matter, be granted.

Dated: June 23, 2008
 New York, NY

Respectfully submitted,



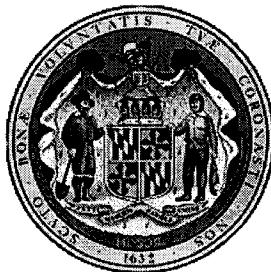
Michael P. Richman (MR 2224)

Sworn to before me this
23 day of June 2008

Samantha S. Edite
 Notary Public, State of New York

SAMANTHA S. EDITE
 NOTARY PUBLIC, State Of New York
 No. 01ED6068678
 Qualified In Kings County
 Commission Expires Jan. 14, 20 10

**Court of Appeals
of Maryland
Annapolis, MD**



CERTIFICATE OF GOOD STANDING

STATE OF MARYLAND, ss:

*I, Bessie M. Decker, Clerk of the Court of Appeals of Maryland,
do hereby certify that on the fourteenth day of December, 1999,*

Geoffrey Stuart Goodman

*having first taken and subscribed the oath prescribed by the Constitution and
Laws of this State, was admitted as an attorney of said Court, is now in good
standing, and as such is entitled to practice law in any of the Courts of said
State, subject to the Rules of Court.*

*In Testimony Whereof, I have hereunto
set my hand as Clerk, and affixed the Seal
of the Court of Appeals of Maryland, this
seventeenth day of June, 2008.*

Bessie M. Decker

Clerk of the Court of Appeals of Maryland

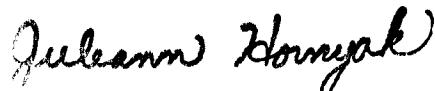
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Geoffrey S. Goodman

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 9, 2000 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto placed my hand and affixed the seal of said Supreme Court, at Springfield, in said State, this Tuesday, June 17, 2008.



Clerk

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ORDER FOR ADMISSION

PRO HAC VICE

ON WRITTEN MOTION

Upon the motion of Michael P. Richman, attorney for Langston Law Firm, PA, Joseph C. Langston, and Timothy R. Balducci and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Geoffrey S. Goodman
Firm Name: Foley & Lardner LLP
Address: 321 North Clark Street
Suite 2800
City/State/Zip: Chicago, IL 60610-4764
Phone Number: (312) 832-4500
Fax Number: (312) 832-4700
Email Address: ggoodman@foley.com

is admitted to practice pro hac vice as counsel for Langston Law Firm, PA, Joseph C. Langston, and Timothy R. Balducci in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: June , 2008
New York, New York

United States District/Magistrate Judge